

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

RECEIVED
SURFACE TRANSPORTATION
BOARD

DEC 16 1 45 PM '98

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

December 16, 1998

RECORDATION NO. 21880 FILED

DEC 16 '98 1-45 PM

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a **Memorandum of Lease Agreement**, a primary document, dated as of December 14, 1998. We request that this document be recorded under the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

The Fifth Third Leasing Company
Fifth Third Center
Cincinnati, OH 45263

Lessee:

Southdown, Inc.
1200 Smith Street
Houston, TX 77002

A description of the equipment covered by the Memorandum of Lease Agreement consists of 18 3,260 cubic foot 115-ton covered hopper cars numbered SDWX 10082, 10091-

BALL JANIK LLP

Honorable Vernon A. Williams
December 16, 1998
Page 2

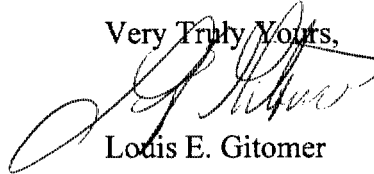
10096, inclusive, 10099-10102, inclusive, 10109, 10111, 10114, 10115, 10118, 10121, and 10122.

A fee of \$26.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between The Fifth Third Leasing Company, Fifth Third Center, Cincinnati, OH 45263, and Southdown, Inc., 1200 Smith Street, Houston, TX 77002 covering 18 3,260 cubic foot 115-ton covered hopper cars numbered SDWX 10082, 10091-10096, inclusive, 10099-10102, inclusive, 10109, 10111, 10114, 10115, 10118, 10121, and 10122.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 21880 FILED

FT-4

DEC 16 '98

1-45 PM

EXECUTION COPY

MEMORANDUM OF LEASE AGREEMENT

dated as of December 14, 1998

between

SOUTHDOWN, INC.
as Lessee,

and

THE FIFTH THIRD LEASING COMPANY
as Lessor

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301**

on _____, 199__ at __:__.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 14, 1998, by and between THE FIFTH THIRD LEASING COMPANY, an Ohio corporation ("Lessor"), and SOUTHDOWN, INC., a Louisiana corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, Eighteen (18) new 3,260 cubic foot, 115 ton covered hopper cars bearing the following reporting marks:

Serial Numbers:

<i>RUNNING NO./SN</i>	<i>LIGHT WEIGHT LOCATION</i>	<i>LOAD LIMIT</i>	<i>EQUIPMENT</i>
SDWX 10082	55500	230500	
10091	54800	231200	
10092	54900	231100	
10093	54700	231300	
10094	54900	231100	
10095	54800	231200	
10096	54900	231100	
10099	54800	231200	
10100	54700	231300	
10101	54800	231200	
10102	54600	231400	
10121	54500	231500	
10122	54800	231200	
10109	54500	231500	
10111	54600	231400	
10114	54700	231300	
10115	54800	231200	
10118	54900	231100	

All of such railcars are more fully described in that certain Master Lease Agreement, dated as of September 9, 1992 (which agreement has been assigned to Lessor by General Electric Capital Corporation, solely as it relates to the referenced Equipment Schedule), and Equipment Schedule Number FT-4 thereto and incorporating the terms thereof, dated as of December 14, 1998 (together with all of the addenda, annexes, schedules and other attachments thereto, collectively, the "Lease"), between Lessor and Lessee.

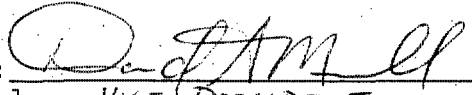
2. The Lease shall be effective as of the date hereof and shall be subject to the Basic Term (as such capitalized term is defined in the Lease), and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

THE FIFTH THIRD LEASING COMPANY

✓ By: 
Title: VICE PRESIDENT

SOUTHDOWN, INC.

✓ By: _____
Title: _____

[EXECUTION

PAGE]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

THE FIFTH THIRD LEASING COMPANY

✓
By: _____
Title: _____

SOUTHDOWN, INC.

✓
By: *L. Lang Curtis*
Title: Assistant Treasurer

[EXECUTION

PAGE]

STATE OF OHIO

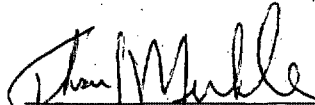
COUNTY OF

HAMILTON

ss.

On this the 14th day of December , 1998 before me appeared David A. Merrill, the person who signed this instrument, who acknowledged that (s)he is the of THE FIFTH THIRD LEASING COMPANY and that being duly authorized (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]


Notary Public

My commission expires:

THOMAS J. MERKLE
Notary Public, State of Ohio
My Commission Expires Dec. 16, 2001

STATE OF TEXAS

COUNTY OF

ss.

On this the day of December , 1998 before me appeared , the person who signed this instrument, who acknowledged that (s)he is the of SOUTHDOWN, INC. and that being duly authorized (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

✓

Notary Public

My commission expires:

[NOTARY PAGE]

STATE OF OHIO)
)
COUNTY OF _____) ss.

On this the _____ day of December __, 1998 before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____ of THE FIFTH THIRD LEASING COMPANY and that being duly authorized (s)he signed such instrument as a free act on behalf of said corporation.

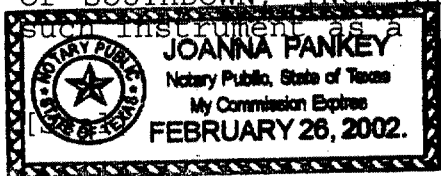
[Seal]

Notary Public

My commission expires:

STATE OF TEXAS)
)
COUNTY OF Harris) ss.

On this the 11th day of December __, 1998 before me appeared L. Craig Carleton, the person who signed this instrument, who acknowledged that (s)he is the _____ of SOUTHDOWN, INC. and that being duly authorized (s)he signed such instrument as a free act on behalf of said corporation.



✓ Joanna Pankey
Notary Public

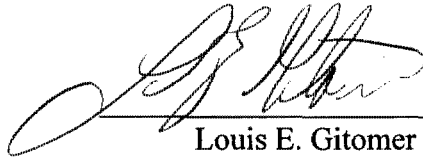
My commission expires:

2-26-2002

[NOTARY PAGE]

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Memorandum of Lease Agreement dated as of December 14, 1998, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in dark ink, appearing to read "L. E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
December 15, 1998